

EXHIBIT A

Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

► Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only
OMB Nos. 1210-0110
1210-0089**2006**This Form is Open to
Public Inspection.**Annual Report Identification Information**

For the calendar plan year 2006 or fiscal plan year beginning 01/01/2006, and ending 12/31/2006,


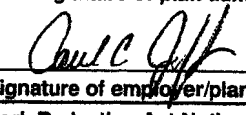
- A** This return/report is for: (1) ☐ a multiemployer plan; (3) ☐ a multiple-employer plan; or
(2) ☒ a single-employer plan (other than a multiple-employer plan); (4) ☐ a DFE (specify) _____
- B** This return/report is: (1) ☐ the first return/report filed for the plan; (3) ☐ the final return/report filed for the plan;
(2) ☐ an amended return/report; (4) ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here _____
- D** If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions). _____ ☒

Basic Plan Information — enter all requested information.

| | |
|--|--|
| 1a Name of plan ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN | 1b Three-digit plan number (PN) ► 002 |
| | 1c Effective date of plan (mo., day, yr.) 09/10/1998 |
| 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) ADVANTA CORP. WELSH & MCKEAN ROAD P. O. BOX 844 SPRING HOUSE PA 19477-0844 | 2b Employer Identification Number (EIN) 23-1462070 2c Sponsor's telephone number 215-657-4000 2d Business code (see instructions) 551112 |

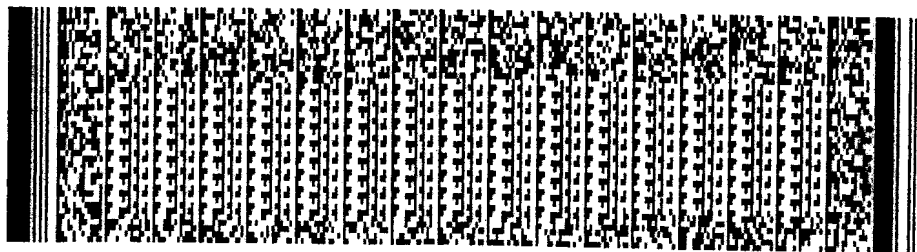
Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

| | | |
|---|------------------|--|
|  Signature of plan administrator | 10/15/07 Date | ADVANTA CORP. BY PAUL JEFFERS Type or print name of individual signing as plan administrator |
|  Signature of employer/plan sponsor/DFE | 10/15/07 Date | ADVANTA CORP. BY PAUL JEFFERS Type or print name of individual signing as employer, plan sponsor or DFE |

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3a Plan administrator's name and address (If same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

a Sponsor's name

b EIN

c PN

5 Preparer information (optional) **a** Name (including firm name, if applicable) and address

b EIN

c Telephone number

6 Total number of participants at the beginning of the plan year

6 733

7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)

a Active participants

b Retired or separated participants receiving benefits

c Other retired or separated participants entitled to future benefits

d Subtotal. Add lines 7a, 7b, and 7c

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

f Total. Add lines 7d and 7e

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested

i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)

7a 681

7b 0

7c 17

7d 698

7e 0

7f 698

7g 698

7h 9

7i 9

8 Benefits provided under the plan (complete 8a and 8b, as applicable)

a ☒ Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 20 3F 3H

b ☐ Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions):

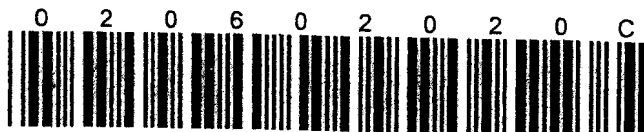
9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(i) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(i) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor

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10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

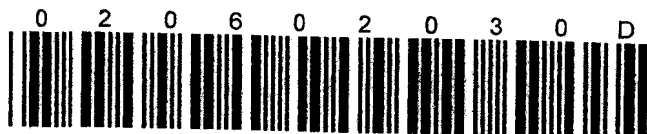
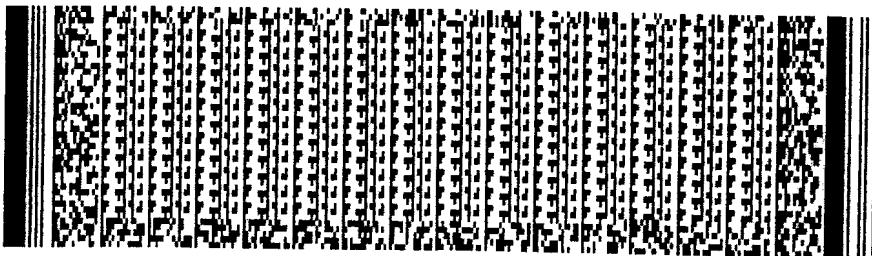
a Pension Benefit Schedules

- | | | | |
|-----|-------------------------------------|-----|--|
| (1) | <input checked="" type="checkbox"/> | R | (Retirement Plan Information) |
| (2) | <input type="checkbox"/> | B | (Actuarial Information) |
| (3) | <input checked="" type="checkbox"/> | E | (ESOP Annual Information) |
| (4) | <input checked="" type="checkbox"/> | SSA | (Separated Vested Participant Information) |

b Financial Schedules

- | | | | |
|-----|-------------------------------------|---|---------------------------------------|
| (1) | <input checked="" type="checkbox"/> | H | (Financial Information) |
| (2) | <input type="checkbox"/> | I | (Financial Information -- Small Plan) |
| (3) | <input type="checkbox"/> | A | (Insurance Information) |
| (4) | <input type="checkbox"/> | C | (Service Provider Information) |
| (5) | <input type="checkbox"/> | D | (DFE/Participating Plan Information) |
| (6) | <input type="checkbox"/> | G | (Financial Transaction Schedules) |

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**SCHEDULE H
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

Official Use Only

OMB No. 1210-0110

2006**This Form is Open to
Public Inspection.**► **File as an attachment to Form 5500.**

For calendar year 2006 or fiscal plan year beginning 01/01/2006 and ending 12/31/2006

A Name of plan

ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN

**B Three-digit
plan number** ►

002

C Plan sponsor's name as shown on line 2a of Form 5500

ADVANTA CORP.

D Employer Identification Number

23-1462070

Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

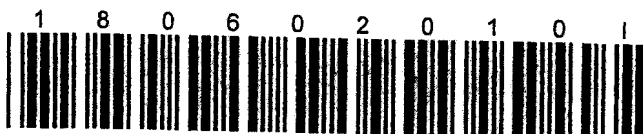
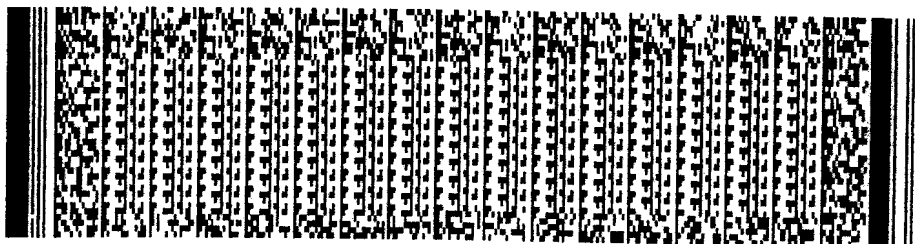
Assets

| | (a) Beginning of Year | (b) End of Year |
|--|-----------------------|-----------------|
| a Total noninterest-bearing cash | 0 | 0 |
| b Receivables (less allowance for doubtful accounts): | | |
| (1) Employer contributions | 0 | 0 |
| (2) Participant contributions | 0 | 0 |
| (3) Other | 0 | 0 |
| c General investments: | | |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit) | 131706 | 227336 |
| (2) U.S. Government securities | 0 | 0 |
| (3) Corporate debt instruments (other than employer securities): | | |
| (A) Preferred | 0 | 0 |
| (B) All other | 0 | 0 |
| (4) Corporate stocks (other than employer securities): | | |
| (A) Preferred | 0 | 0 |
| (B) Common | 0 | 0 |
| (5) Partnership/joint venture interests | 0 | 0 |
| (6) Real estate (other than employer real property) | 0 | 0 |
| (7) Loans (other than to participants) | 0 | 0 |
| (8) Participant loans | 0 | 0 |
| (9) Value of interest in common/collective trusts | 0 | 0 |
| (10) Value of interest in pooled separate accounts | 0 | 0 |
| (11) Value of interest in master trust investment accounts | 0 | 0 |
| (12) Value of interest in 103-12 investment entities | 0 | 0 |
| (13) Value of interest in registered investment companies (e.g., mutual funds) | 0 | 0 |
| (14) Value of funds held in insurance co. general account (unallocated contracts) .. | 0 | 0 |
| (15) Other | 0 | 0 |

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Schedule H (Form 5500) 2006



Schedule H (Form 5500) 2006

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| 1d Employer-related investments: | | (a) Beginning of Year | (b) End of Year |
|--|------|-----------------------|-----------------|
| (1) Employer securities | d(1) | 28346937 | 37073699 |
| (2) Employer real property | d(2) | 0 | 0 |
| e Buildings and other property used in plan operation | e | 0 | 0 |
| f Total assets (add all amounts in lines 1a through 1e) | f | 28478643 | 37301035 |
| Liabilities | | | |
| g Benefit claims payable | g | 12798 | 12798 |
| h Operating payables | h | 0 | 0 |
| i Acquisition indebtedness | i | 0 | 0 |
| j Other liabilities | j | 11841806 | 11653459 |
| k Total liabilities (add all amounts in lines 1g through 1j) | k | 11854604 | 11666257 |
| Net Assets | | | |
| l Net assets (subtract line 1k from line 1f) | l | 16624039 | 25634778 |

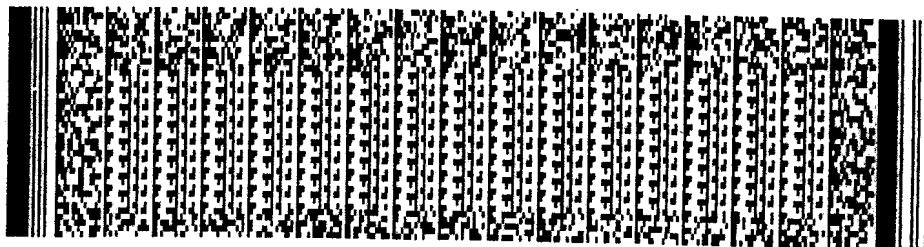
Income and Expense Statement

- 2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

| a Contributions: | | (a) Amount | (b) Total |
|---|---------|------------|-----------|
| (1) Received or receivable in cash from: (A) Employers | a(1)(A) | 507490 | |
| (B) Participants | a(1)(B) | 0 | |
| (C) Others (including rollovers) | a(1)(C) | 0 | |
| (2) Noncash contributions | a(2) | 0 | |
| (3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) | a(3) | | 507490 |
| b Earnings on investments: | | | |
| (1) Interest: | | | |
| (A) Interest-bearing cash (including money market accounts and certificates of deposit) | b(1)(A) | 5652 | |
| (B) U.S. Government securities | b(1)(B) | 0 | |
| (C) Corporate debt instruments | b(1)(C) | 0 | |
| (D) Loans (other than to participants) | b(1)(D) | 0 | |
| (E) Participant loans | b(1)(E) | 0 | |
| (F) Other | b(1)(F) | 0 | |
| (G) Total interest. Add lines 2b(1)(A) through (F) | b(1)(G) | | 5652 |
| (2) Dividends: (A) Preferred stock | b(2)(A) | 0 | |
| (B) Common stock | b(2)(B) | 702660 | |
| (C) Total dividends. Add lines 2b(2)(A) and (B) | b(2)(C) | | 702660 |
| (3) Rents | b(3) | | 0 |
| (4) Net gain (loss) on sale of assets: (A) Aggregate proceeds | b(4)(A) | 232162 | |
| (B) Aggregate carrying amount (see instructions) | b(4)(B) | 210819 | |
| (C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result | b(4)(C) | | 21343 |

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Schedule H (Form 5500) 2006

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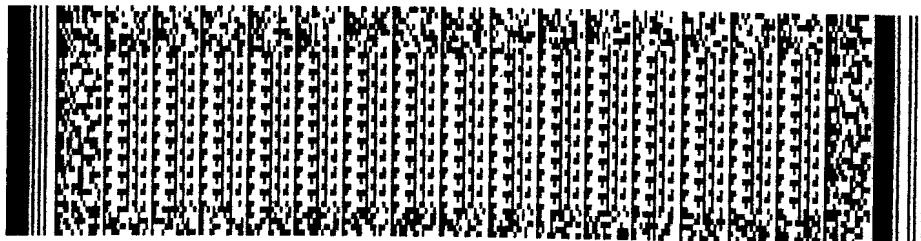
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| | (a) Amount | (b) Total |
|---|------------------------|-----------|
| 2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | b(5)(A) 9024182 | |
| (B) Other | b(5)(B) 0 | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | b(5)(C) | 9024182 |
| (6) Net investment gain (loss) from common/collective trusts | b(6) | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | b(7) | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | b(8) | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | b(9) | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | b(10) | 0 |
| c Other income | c | 0 |
| d Total income. Add all income amounts in column (b) and enter total | d | 10261327 |
| Expenses | | |
| e Benefit payment and payments to provide benefits: | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | e(1) 319965 | |
| (2) To insurance carriers for the provision of benefits | e(2) 0 | |
| (3) Other | e(3) 0 | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | e(4) | 319965 |
| f Corrective distributions (see instructions) | f | 0 |
| g Certain deemed distributions of participant loans (see instructions) | g | 0 |
| h Interest expense | h | 930598 |
| i Administrative expenses: (1) Professional fees | i(1) 25 | |
| (2) Contract administrator fees | i(2) 0 | |
| (3) Investment advisory and management fees | i(3) 0 | |
| (4) Other | i(4) 0 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | i(5) | 25 |
| j Total expenses. Add all expense amounts in column (b) and enter total | j | 1250588 |
| Net Income and Reconciliation | | |
| k Net income (loss) (subtract line 2j from line 2d) | k | 9010739 |
| l Transfers of assets | | |
| (1) To this plan | l(1) | 0 |
| (2) From this plan | l(2) | 0 |

Accountant's Opinion

- 3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.
- a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):
 (1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse
- b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No
- c** Enter the name and EIN of the accountant (or accounting firm) ▶ 13-5565207
KPMG, LLP
- d** The opinion of an independent qualified public accountant is **not attached** because:
 (1) ☐ this form is filed for a CCT, PSA or MTIA. (2) ☐ it will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

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Schedule H (Form 5500) 2006

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Part III Transactions During Plan Year

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

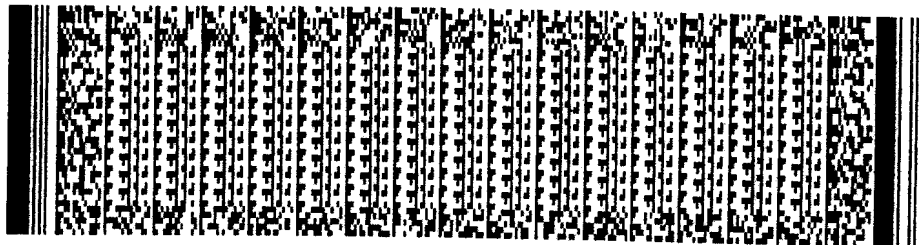
| | Yes | No | Amount |
|---|-----|----|----------|
| a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program.) | | X | |
| b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked) | | X | |
| c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked) | | X | |
| d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked on line 4d.) | | X | |
| e Was this plan covered by a fidelity bond? | X | | 35000000 |
| f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | | X | |
| g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements) | X | | |
| j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements) | X | | |
| k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | | X | |

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)**5b(2)** EIN(s)**5b(3)** PN(s)

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ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN
Financial Statements and Supplemental Schedules
December 31, 2006 and 2005

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

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| Schedule H, Item 4j – Schedule of Reportable Transactions, Year ended December 31, 2006 | 10 |

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements

December 31, 2006 and 2005

(6) Loan Payable

On September 10, 1998, the Plan entered into a term loan agreement with Advanta Corp. The proceeds of the Loan were used to purchase Advanta Corp. Class A Common Stock. Unallocated shares are collateral for the Loan. The agreement provides for repayment of outstanding principal on the Loan, together with interest on such amount, in quarterly installments based on a 30-year amortization schedule. The Loan bears interest at 8%. The future minimum principal payments of the Loan are as follows:

| | | |
|--------------------------|----|------------|
| Year ending December 31: | | |
| 2007 | \$ | 201,854 |
| 2008 | | 218,494 |
| 2009 | | 236,505 |
| 2010 | | 256,000 |
| 2011 | | 277,103 |
| Thereafter | | 10,348,122 |

(7) Employer Contributions

In accordance with the Plan document, Advanta makes contributions to the Plan which, when aggregated with the Plan's dividend and interest earnings, equal the amount necessary to enable the Plan to make payments of principal and interest due on the Loan.

(8) Risks and Uncertainties

The Plan invests in Advanta Corp. Class A Common Stock. Investment securities are exposed to various risks such as market risk. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported on the statements of net assets available for benefits.

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

Schedule H, Item 4j – Schedule of Reportable Transactions

Year ended December 31, 2006

| Identity of party involved | Description of transaction | Number of transactions | Cash amount received (paid) by the Plan |
|-------------------------------|---|---------------------------|---|
| Single transactions: | | | |
| None. | | | |
| Series of transactions: | | | |
| *Advanta Corp. | Loan principal and interest payments (see Note 6) | 4 | \$ (1,118,945) |

*Indicates a party-in-interest to the Plan.

See accompanying independent auditor's report.

EXHIBIT B

Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit PlanThis form is required to be filed under sections 104 and 4065 of the Employee
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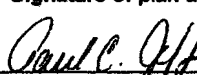
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multiple-employer plan);
- B** This return/report is: (1) ☐ the first return/report filed for the plan; (3) ☐ the final return/report filed for the plan;
(2) ☐ an amended return/report; (4) ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☐
- D** If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions). ☒

Basic Plan Information — enter all requested information.

| | |
|---|--|
| 1a Name of plan ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN | 1b Three-digit plan number (PN) ▶ 002 |
| | 1c Effective date of plan (mo., day, yr.) 09/10/1998 |
| 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) ADVANTA CORP. WELSH & MCKEAN ROAD WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE PA 19477-0844 | 2b Employer Identification Number (EIN) 23-1462070 2c Sponsor's telephone number 215-657-4000 2d Business code (see instructions) 551112 |

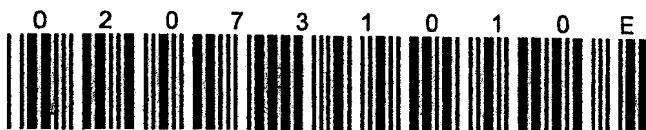
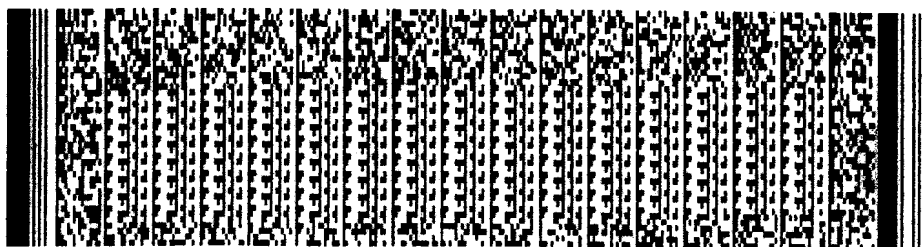
Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

| | | |
|---|-----------------|--|
|  Signature of plan administrator | 9/25/08 Date | ADVANTA CORP. BY PAUL JEFFERS Type or print name of individual signing as plan administrator |
|  Signature of employer/plan sponsor/DFE | 9/25/08 Date | ADVANTA CORP. BY PAUL JEFFERS Type or print name of individual signing as employer, plan sponsor or DFE |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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Form **5500** (2007)

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3a Plan administrator's name and address (If same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

a Sponsor's name

b EIN

c PN

5 Preparer information (optional) **a** Name (including firm name, if applicable) and address

b EIN

c Telephone number

| | | |
|--|-----------|-----|
| 6 Total number of participants at the beginning of the plan year | 6 | 751 |
| 7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d) | | |
| a Active participants | 7a | 659 |
| b Retired or separated participants receiving benefits | 7b | 0 |
| c Other retired or separated participants entitled to future benefits | 7c | 49 |
| d Subtotal. Add lines 7a, 7b, and 7c | 7d | 708 |
| e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | 7e | 0 |
| f Total. Add lines 7d and 7e | 7f | 708 |
| g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | 7g | 708 |
| h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | 7h | 44 |
| i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500) | 7i | 9 |

8 Benefits provided under the plan (complete 8a and 8b, as applicable)

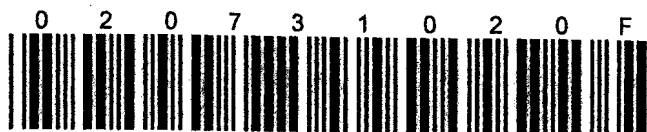
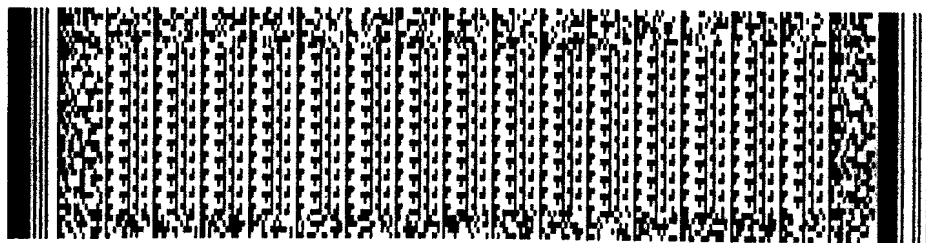
- a** ☒ Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 2P 3F 3H ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
- b** ☐ Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions): ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(l) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(l) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor



Form 5500 (2007)

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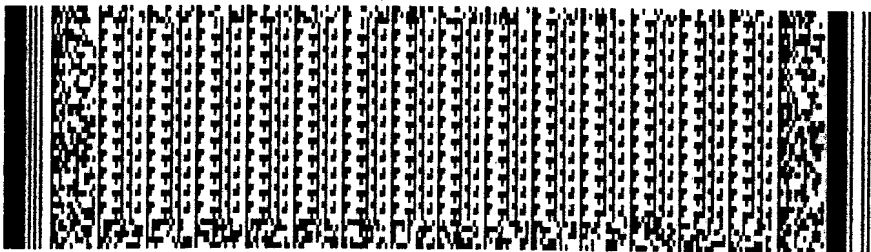
Official Use Only

10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)**a Pension Benefit Schedules**

- | | | | |
|-----|-------------------------------------|------------|--|
| (1) | <input checked="" type="checkbox"/> | R | (Retirement Plan Information) |
| (2) | <input type="checkbox"/> | B | (Actuarial Information) |
| (3) | <input checked="" type="checkbox"/> | E | (ESOP Annual Information) |
| (4) | <input checked="" type="checkbox"/> | SSA | (Separated Vested Participant Information) |

b Financial Schedules

- | | | | |
|-----|-------------------------------------|----------|---------------------------------------|
| (1) | <input checked="" type="checkbox"/> | H | (Financial Information) |
| (2) | <input type="checkbox"/> | I | (Financial Information -- Small Plan) |
| (3) | <input type="checkbox"/> | A | (Insurance Information) |
| (4) | <input type="checkbox"/> | C | (Service Provider Information) |
| (5) | <input type="checkbox"/> | D | (DFE/Participating Plan Information) |
| (6) | <input type="checkbox"/> | G | (Financial Transaction Schedules) |



**SCHEDULE H
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2007**This Form is Open to
Public Inspection.**

| | | | | |
|--|--|---|------------|------------|
| For calendar year 2007 or fiscal plan year beginning | | 01/01/2007 | and ending | 12/31/2007 |
| A Name of plan ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN | | B Three-digit plan number ► | | 002 |
| C Plan sponsor's name as shown on line 2a of Form 5500 ADVANTA CORP. | | D Employer Identification Number | | 23-1462070 |

Part I Asset and Liability Statement

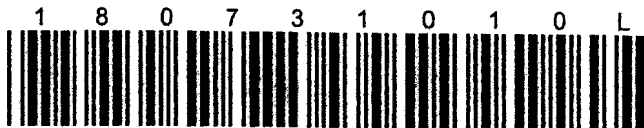
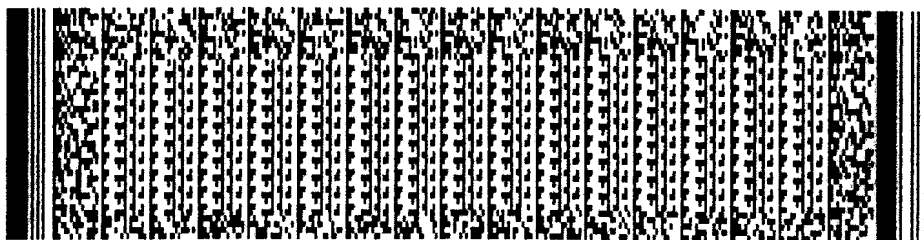
- 1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|--|----------------|------------------------------|------------------------|
| a Total noninterest-bearing cash | a | 0 | 0 |
| b Receivables (less allowance for doubtful accounts): | | | |
| (1) Employer contributions | b(1) | 0 | 0 |
| (2) Participant contributions | b(2) | 0 | 0 |
| (3) Other | b(3) | 0 | 0 |
| c General investments: | | | |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit) | c(1) | 227336 | 269132 |
| (2) U.S. Government securities | c(2) | 0 | 0 |
| (3) Corporate debt instruments (other than employer securities): | | | |
| (A) Preferred | c(3)(A) | 0 | 0 |
| (B) All other | c(3)(B) | 0 | 0 |
| (4) Corporate stocks (other than employer securities): | | | |
| (A) Preferred | c(4)(A) | 0 | 0 |
| (B) Common | c(4)(B) | 0 | 0 |
| (5) Partnership/joint venture interests | c(5) | 0 | 0 |
| (6) Real estate (other than employer real property) | c(6) | 0 | 0 |
| (7) Loans (other than to participants) | c(7) | 0 | 0 |
| (8) Participant loans | c(8) | 0 | 0 |
| (9) Value of interest in common/collective trusts | c(9) | 0 | 0 |
| (10) Value of interest in pooled separate accounts | c(10) | 0 | 0 |
| (11) Value of interest in master trust investment accounts | c(11) | 0 | 0 |
| (12) Value of interest in 103-12 investment entities | c(12) | 0 | 0 |
| (13) Value of interest in registered investment companies (e.g., mutual funds) | c(13) | 0 | 0 |
| (14) Value of funds held in insurance co. general account (unallocated contracts) .. | c(14) | 0 | 0 |
| (15) Other | c(15) | 0 | 0 |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v10.1

Schedule H (Form 5500) 2007



Schedule H (Form 5500) 2007

Page 2

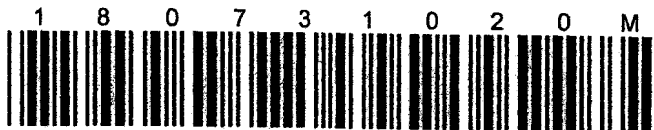
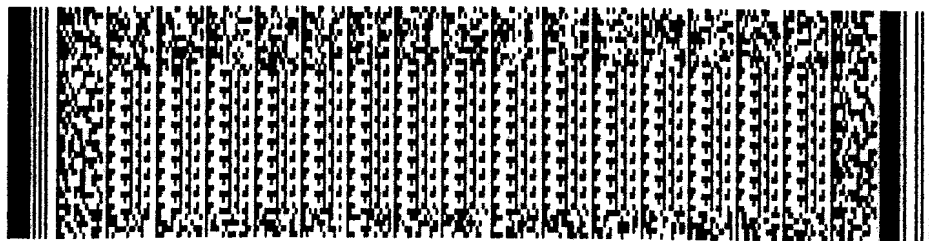
Official Use Only

| 1d Employer-related investments: | | (a) Beginning of Year | (b) End of Year |
|--|------|-----------------------|-----------------|
| (1) Employer securities | d(1) | 37073699 | 10113880 |
| (2) Employer real property | d(2) | 0 | 0 |
| e Buildings and other property used in plan operation | e | 0 | 0 |
| f Total assets (add all amounts in lines 1a through 1e) | f | 37301035 | 10383012 |
| Liabilities | | | |
| g Benefit claims payable | g | 12798 | 12798 |
| h Operating payables | h | 0 | 0 |
| i Acquisition indebtedness | i | 0 | 0 |
| j Other liabilities | j | 11653459 | 11449585 |
| k Total liabilities (add all amounts in lines 1g through 1j) | k | 11666257 | 11462383 |
| Net Assets | | | |
| l Net assets (subtract line 1k from line 1f) | l | 25634778 | -1079371 |

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| Income | | (a) Amount | (b) Total |
|---|---------|------------|-----------|
| a Contributions: | | | |
| (1) Received or receivable in cash from: (A) Employers | a(1)(A) | 230500 | |
| (B) Participants | a(1)(B) | 0 | |
| (C) Others (including rollovers) | a(1)(C) | 0 | |
| (2) Noncash contributions | a(2) | 0 | 230500 |
| (3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) | a(3) | | |
| b Earnings on investments: | | | |
| (1) Interest: | | | |
| (A) Interest-bearing cash (including money market accounts and certificates of deposit) | b(1)(A) | 8585 | |
| (B) U.S. Government securities | b(1)(B) | 0 | |
| (C) Corporate debt instruments | b(1)(C) | 0 | |
| (D) Loans (other than to participants) | b(1)(D) | 0 | |
| (E) Participant loans | b(1)(E) | 0 | |
| (F) Other | b(1)(F) | 0 | |
| (G) Total interest. Add lines 2b(1)(A) through (F) | b(1)(G) | | 8585 |
| (2) Dividends: | | | |
| (A) Preferred stock | b(2)(A) | 0 | |
| (B) Common stock | b(2)(B) | 935916 | |
| (C) Total dividends. Add lines 2b(2)(A) and (B) | b(2)(C) | | 935916 |
| (3) Rents | b(3) | | 0 |
| (4) Net gain (loss) on sale of assets: | | | |
| (A) Aggregate proceeds | b(4)(A) | 229101 | |
| (B) Aggregate carrying amount (see instructions) | b(4)(B) | 224170 | |
| (C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result | b(4)(C) | | 4931 |



Schedule H (Form 5500) 2007

Page 3

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| | (a) Amount | (b) Total |
|---|--------------------------|-----------|
| 2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | b(5)(A) 0 | |
| (B) Other | b(5)(B) -26662602 | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | b(5)(C) | -26662602 |
| (6) Net investment gain (loss) from common/collective trusts | b(6) | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | b(7) | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | b(8) | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | b(9) | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | b(10) | 0 |
| c Other income | c | 0 |
| d Total income. Add all income amounts in column (b) and enter total | d | -25482670 |
| Expenses | | |
| e Benefit payment and payments to provide benefits: | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | e(1) 316408 | |
| (2) To insurance carriers for the provision of benefits | e(2) 0 | |
| (3) Other | e(3) 0 | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | e(4) | 316408 |
| f Corrective distributions (see instructions) | f | 0 |
| g Certain deemed distributions of participant loans (see instructions) | g | 0 |
| h Interest expense | h | 915071 |
| i Administrative expenses: (1) Professional fees | i(1) 0 | |
| (2) Contract administrator fees | i(2) 0 | |
| (3) Investment advisory and management fees | i(3) 0 | |
| (4) Other | i(4) 0 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | i(5) | 0 |
| j Total expenses. Add all expense amounts in column (b) and enter total | j | 1231479 |
| Net Income and Reconciliation | | |
| k Net income (loss) (subtract line 2j from line 2d) | k | -26714149 |
| l Transfers of assets | | |
| (1) To this plan | l(1) | 0 |
| (2) From this plan | l(2) | 0 |

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

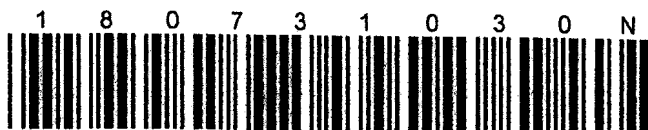
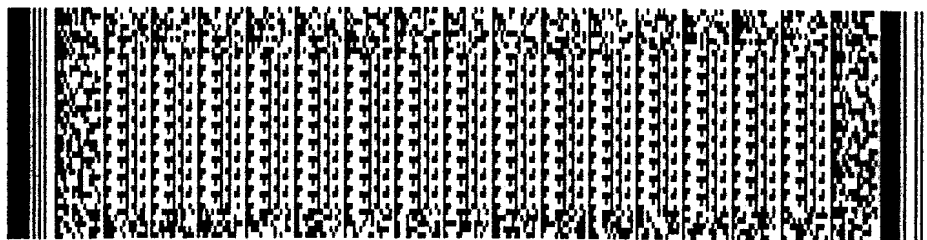
(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) ▶ 13-5565207
KPMG, LLP

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ this form is filed for a CCT, PSA or MTIA. (2) ☐ it will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.



Schedule H (Form 5500) 2007

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Part IV Transactions During Plan Year

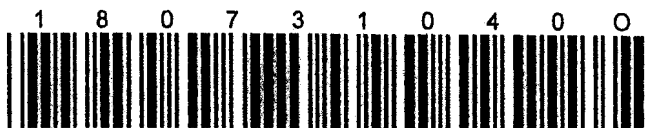
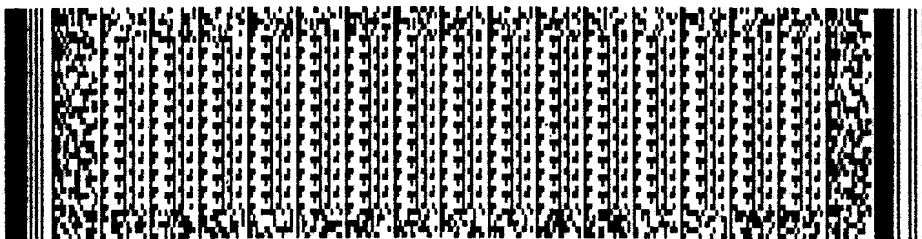
- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

| | Yes | No | Amount |
|---|-----|----|----------|
| a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program.) | | X | |
| b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked) | | X | |
| c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked) | | X | |
| d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked on line 4d.) | | X | |
| e Was this plan covered by a fidelity bond? | X | | 35000000 |
| f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | | X | |
| g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements) | X | | |
| j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements) | X | | |
| k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | | X | |

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)**5b(2)** EIN(s)**5b(3)** PN(s)

ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN
Financial Statements and Supplemental Schedules
December 31, 2007 and 2006
(with Independent Auditors' Report thereon)

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

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| Independent Auditors' Report | 1 |
| Statements of Net Assets Available for Benefits, December 31, 2007 and 2006 | 2 |
| Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2007 | 3 |
| Notes to Financial Statements | 4 |
| Supplemental Schedules: | |
| Schedule H, Item 4i – Schedule of Assets (Held at End of Year), December 31, 2007 | 9 |
| Schedule H, Item 4j – Schedule of Reportable Transactions, Year Ended December 31, 2007 | 10 |

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements

December 31, 2007 and 2006

(6) Loan Payable

On September 10, 1998, the Plan entered into a term loan agreement with Advanta Corp. The proceeds of the Loan were used to purchase Advanta Corp. Class A Common Stock. Unallocated shares are collateral for the Loan. The agreement provides for repayment of outstanding principal on the Loan, together with interest on such amount, in quarterly installments based on a 30-year amortization schedule. The Loan bears interest at 8%. The future minimum principal payments of the Loan are as follows:

| | | |
|--------------------------|----|------------|
| Year ending December 31: | | |
| 2008 | \$ | 218,494 |
| 2009 | | 236,505 |
| 2010 | | 256,000 |
| 2011 | | 277,103 |
| 2012 | | 299,945 |
| Thereafter | | 10,048,177 |

(7) Employer Contributions

In accordance with the Plan document, Advanta makes contributions to the Plan which, when aggregated with the Plan's dividend and interest earnings, equal the amount necessary to enable the Plan to make payments of principal and interest due on the Loan.

(8) Risks and Uncertainties

The Plan invests in Advanta Corp. Class A Common Stock. Investment securities are exposed to various risks such as market risk. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported on the statements of net assets available for benefits.

ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN

Schedule H, Item 4j – Schedule of Reportable Transactions

Year Ended December 31, 2007

| Identity of party involved | Description of transaction | Number of transactions | Cash amount received (paid) by the Plan |
|-------------------------------|---|---------------------------|---|
| Single transactions: | | | |
| None. | | | |
| Series of transactions: | | | |
| *Advanta Corp. | Loan principal and interest payments (see Note 6) | 4 | \$ (1,118,945) |

*Advanta Corp. is a party-in-interest to the Plan.

See accompanying independent auditor's report.

EXHIBIT C

Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ Complete all entries in accordance with the instructions to the Form 5500.

Official Use Only
OMB Nos. 1210-0110
1210-0069**2008**This Form is Open to
Public Inspection.**Annual Report Identification Information**

For the calendar plan year 2008 or fiscal plan year beginning

and ending

- A This return/report is for: (1) ☐ a multiemployer plan; (3) ☐ a multiple-employer plan; or
 (2) ☒ a single-employer plan (other than a multiple-employer plan); (4) ☐ a DFE (specify) _____
- B This return/report is: (1) ☐ the first return/report filed for the plan; (3) ☐ the final return/report filed for the plan;
 (2) ☐ an amended return/report; (4) ☐ a short plan year return/report (less than 12 months).
- C If the plan is a collectively-bargained plan, check here _____
- D If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions). ☒

Basic Plan Information — enter all requested information.**1a** Name of plan

ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002**1c** Effective date of plan (mo., day, yr.) 09/10/1998**2a** Plan sponsor's name and address (employer, if for a single-employer plan)

(Address should include room or suite no.)

ADVANTA CORP.

2b Employer identification number (EIN) 23-1462070**2c** Sponsor's telephone number 215-444-5745**2d** Business code (see instructions) 551112WELSH & MCKEAN ROADS
P.O. BOX 844

SPRING HOUSE

PA 19477-0844

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of plan administrator

Date

10/14/09 Jodi Plavner
Type or print name of individual signing as plan administrator

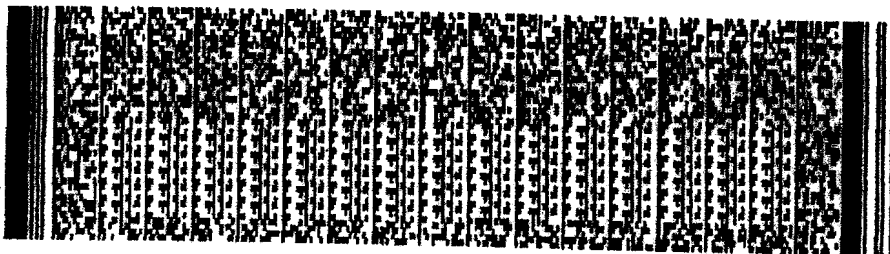
Signature of employer/plan sponsor/DFE

Date

10/14/09 PHILIP M. BROWNE
Type or print name of individual signing as employer, plan sponsor or DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v11.3

Form **5500** (2008)

Form 5500 (2008)

Page 2

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3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SAME

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

a Sponsor's name

b EIN

c PN

5 Preparer information (optional) **a** Name (including firm name, if applicable) and address

b EIN

c Telephone number

| | | |
|--|-----------|-----|
| 6 Total number of participants at the beginning of the plan year | 6 | 708 |
| 7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d) | | |
| a Active participants | 7a | 701 |
| b Retired or separated participants receiving benefits | 7b | 0 |
| c Other retired or separated participants entitled to future benefits | 7c | 83 |
| d Subtotal. Add lines 7a, 7b, and 7c | 7d | 784 |
| e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | 7e | 0 |
| f Total. Add lines 7d and 7e | 7f | 784 |
| g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | 7g | 716 |
| h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | 7h | 46 |
| i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500) | 7i | 13 |

8 Benefits provided under the plan (complete 8a and 8b, as applicable)

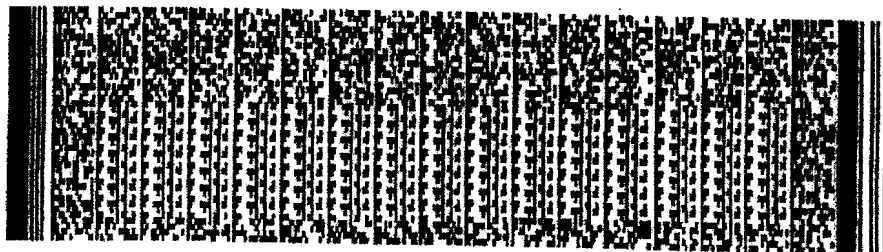
- a** ☒ Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 2P 3F 3H
- b** ☐ Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions):

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor



Form 5500 (2008)

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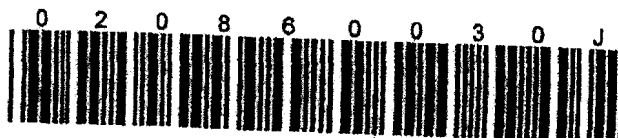
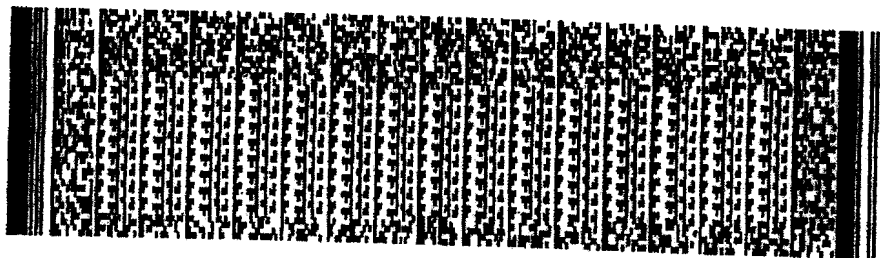
10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)

a Pension Benefit Schedules

- (1) ☒ R (Retirement Plan Information)
 (2) ☒ B (Actuarial Information)
 (3) ☒ E (ESOP Annual Information)
 (4) ☒ SSA (Separated Vested Participant Information)

b Financial Schedules

- (1) ☒ H (Financial Information)
 (2) ☐ I (Financial Information -- Small Plan)
 (3) ☐ A (Insurance Information)
 (4) ☐ C (Service Provider Information)
 (5) ☐ D (DFE/Participating Plan Information)
 (6) ☐ G (Financial Transaction Schedules)



**SCHEDULE H
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

Official Use Only

OMB No. 1210-0110

2008This Form is Open to
Public Inspection.

► File as an attachment to Form 5500.

For calendar year 2008 or fiscal plan year beginning

and ending

A Name of plan

ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN

**B Three-digit
plan number** ►

002

C Plan sponsor's name as shown on line 2a of Form 5500

ADVANTA CORP.

D Employer Identification Number

23-1462070

Asset and Liability Statement

- 1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

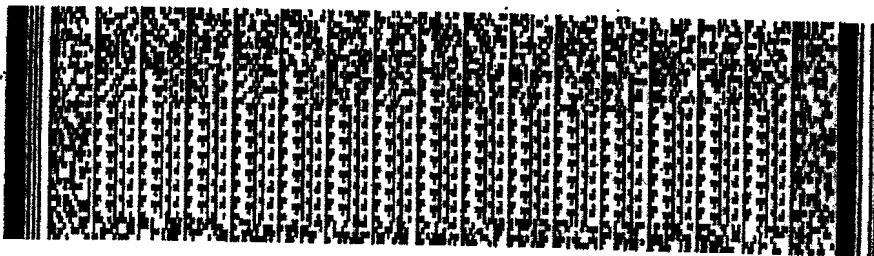
Assets

| | (a) Beginning of Year | (b) End of Year |
|--|-----------------------|-----------------|
| a Total noninterest-bearing cash | | |
| b Receivables (less allowance for doubtful accounts): | | |
| (1) Employer contributions | b(1) | |
| (2) Participant contributions | b(2) | |
| (3) Other | b(3) | 355 |
| c General investments: | | |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit) | c(1) | 269132 |
| (2) U.S. Government securities | c(2) | 268696 |
| (3) Corporate debt instruments (other than employer securities): | | |
| (A) Preferred | c(3)(A) | |
| (B) All other | c(3)(B) | |
| (4) Corporate stocks (other than employer securities): | | |
| (A) Preferred | c(4)(A) | |
| (B) Common | c(4)(B) | |
| (5) Partnership/joint venture interests | c(5) | |
| (6) Real estate (other than employer real property) | c(6) | |
| (7) Loans (other than to participants) | c(7) | |
| (8) Participant loans | c(8) | |
| (9) Value of interest in common/collective trusts | c(9) | |
| (10) Value of interest in pooled separate accounts | c(10) | |
| (11) Value of interest in master trust investment accounts | c(11) | |
| (12) Value of interest in 103-12 investment entities | c(12) | |
| (13) Value of interest in registered investment companies (e.g., mutual funds) | c(13) | |
| (14) Value of funds held in insurance co. general account (unallocated contracts) .. | c(14) | |
| (15) Other | c(15) | |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v11.3

Schedule H (Form 5500) 2008



Schedule H (Form 5500) 2008

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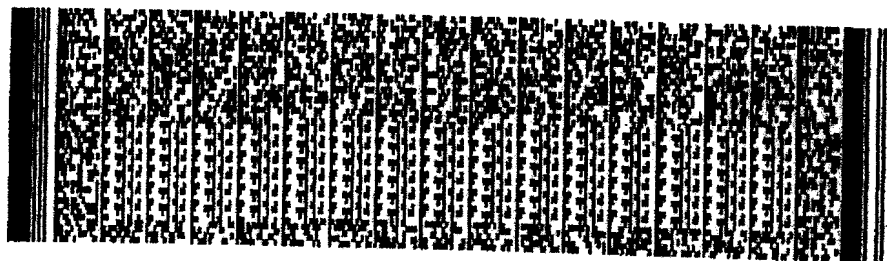
| | | (a) Beginning of Year | (b) End of Year |
|--------------------|--|-----------------------|-----------------|
| 1d | Employer-related investments: | | |
| (1) | Employer securities | d(1) 10113880 | d(2) 1589251 |
| (2) | Employer real property | e | |
| e | Buildings and other property used in plan operation | | |
| f | Total assets (add all amounts in lines 1a through 1e) | f 10383012 | f 1858302 |
| Liabilities | | | |
| g | Benefit claims payable | g 12798 | |
| h | Operating payables | h | |
| i | Acquisition indebtedness | i | |
| j | Other liabilities | j 11449585 | j 11228907 |
| k | Total liabilities (add all amounts in lines 1g through 1j) | k 11462383 | k 11228907 |
| Net Assets | | | |
| l | Net assets (subtract line 1k from line 1f) | l -1079371 | l -9370605 |

Income and Expense Statement

- 2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

| | | (a) Amount | (b) Total |
|----------|---|----------------|-----------|
| a | Contributions: | | |
| (1) | Received or receivable in cash from: (A) Employers | a(1)(A) 140917 | |
| | (B) Participants | a(1)(B) | |
| | (C) Others (including rollovers) | a(1)(C) | |
| (2) | Noncash contributions | a(2) | |
| (3) | Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) | a(3) | 140917 |
| b | Earnings on investments: | | |
| (1) | Interest: | | |
| (A) | Interest-bearing cash (including money market accounts and certificates of deposit) | b(1)(A) 65 | |
| (B) | U.S. Government securities | b(1)(B) | |
| (C) | Corporate debt instruments | b(1)(C) | |
| (D) | Loans (other than to participants) | b(1)(D) | |
| (E) | Participant loans | b(1)(E) | |
| (F) | Other | b(1)(F) | |
| (G) | Total interest. Add lines 2b(1)(A) through (F) | b(1)(G) | 65 |
| (2) | Dividends: (A) Preferred stock | b(2)(A) | |
| | (B) Common stock | b(2)(B) 979821 | |
| | (C) Total dividends. Add lines 2b(2)(A) and (B) | b(2)(C) | 979821 |
| (3) | Rents | b(3) | |
| (4) | Net gain (loss) on sale of assets: (A) Aggregate proceeds | b(4)(A) 1800 | |
| | (B) Aggregate carrying amount (see instructions) | b(4)(B) 2145 | |
| | (C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result | b(4)(C) | -345 |



Schedule H (Form 5500) 2008

Page 3

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| | (a) Amount | (b) Total |
|---|------------|-----------|
| 2b (5) Unrealized appreciation (depreciation) of assets: | | |
| (A) Real estate | b(5)(A) | |
| (B) Other | b(5)(B) | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | | -8428186 |
| (6) Net investment gain (loss) from common/collective trusts | b(5)(C) | -8428186 |
| (7) Net investment gain (loss) from pooled separate accounts | b(6) | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | b(7) | |
| (9) Net investment gain (loss) from 103-12 investment entities | b(8) | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | b(9) | |
| c Other income | b(10) | 406 |
| d Total income. Add all income amounts in column (b) and enter total | c | |
| | d | -7307322 |
| Expenses | | |
| e Benefit payment and payments to provide benefits: | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | e(1) | 85645 |
| (2) To insurance carriers for the provision of benefits | e(2) | |
| (3) Other | e(3) | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | e(4) | 85645 |
| f Corrective distributions (see instructions) | f | |
| g Certain deemed distributions of participant loans (see instructions) | g | |
| h Interest expense | h | |
| i Administrative expenses: | | |
| (1) Professional fees | i(1) | 898267 |
| (2) Contract administrator fees | i(2) | |
| (3) Investment advisory and management fees | i(3) | |
| (4) Other | i(4) | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | i(5) | 0 |
| j Total expenses. Add all expense amounts in column (b) and enter total | j | 983912 |
| Net Income and Reconciliation | | |
| k Net income (loss) (subtract line 2j from line 2d) | k | -8291234 |
| l Transfers of assets | | |
| (1) To this plan | l(1) | |
| (2) From this plan | l(2) | |

Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500.
Complete line 3d if an opinion is not attached.

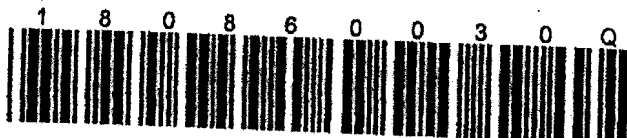
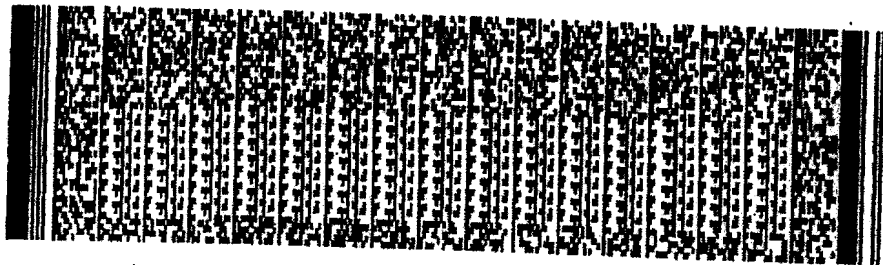
a The attached opinion of an independent qualified public accountant for this plan is (see instructions):
(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

c Enter the name and EIN of the accountant (or accounting firm) ☐ Yes ☒ No
KPMG, LLP 13-5565207

d The opinion of an independent qualified public accountant is not attached because:

(1) ☐ this form is filed for a CCT, PSA or MTIA. (2) ☐ it will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.



Schedule H (Form 5500) 2008

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Transactions During Plan Year

- 4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

| | Yes | No | Amount |
|---|-----|----|----------|
| a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program.) | | X | |
| b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | | X | |
| c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | | X | |
| d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | | X | |
| e Was this plan covered by a fidelity bond? | | X | |
| f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | X | | 35000000 |
| g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | X | | |
| j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.) | X | | |
| k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | | X | |

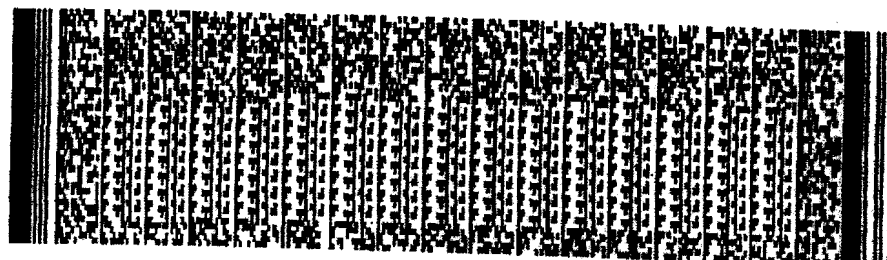
5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)



ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN
Financial Statements and Supplemental Schedules
December 31, 2008 and 2007
(with Independent Auditors' Report thereon)

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

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| Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2008 | 4 |
| Notes to Financial Statements | 5 |
| Supplemental Schedules: | |
| Schedule H, Item 4i – Schedule of Assets (Held at End of Year), December 31, 2008 | 11 |
| Schedule H, Item 4j – Schedule of Reportable Transactions, Year Ended December 31, 2008 | 12 |

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

Notes to Financial Statements

December 31, 2008 and 2007

qualified and the related trust is tax-exempt. Accordingly, no provision for income taxes is shown in the accompanying financial statements.

(4) Administration of Plan Assets

The Plan's assets, which consist principally of Advanta Corp. Class A Common Stock, are held by the trust established under the Plan.

Advanta's contributions to the Plan, as well as the shares of Advanta Corp. Class A Common Stock, dividends received with respect to such shares, if any, and any other earnings, are held by the trustees and used, consistent with the terms of the Plan, to make required payments with respect to the Loan or to make distributions to participants.

Certain administrative functions are performed by officers or employees of Advanta. No such officer or employee receives compensation from the Plan. Administrative expenses of the Plan are paid by Advanta.

(5) Investments

The Plan's investments at December 31 are presented in the following table:

| | 2008 | | 2007 | |
|------------------------------------|--------------|--------------|--------------|--------------|
| | Allocated | Unallocated | Allocated | Unallocated |
| Advanta Corp. Class A Common Stock | | | | |
| Number of shares | 371,541 | 998,503 | 337,034 | 1,048,429 |
| Cost | \$ 3,113,289 | \$ 8,366,851 | \$ 2,824,141 | \$ 8,785,200 |
| Fair value | \$ 430,988 | \$ 1,158,263 | \$ 2,460,348 | \$ 7,653,532 |

(6) Loan Payable

On September 10, 1998, the Plan entered into a term loan agreement with Advanta Corp. The proceeds of the Loan were used to purchase Advanta Corp. Class A Common Stock. Unallocated shares are collateral for the Loan. The agreement provides for repayment of outstanding principal on the Loan, together with interest on such amount, in quarterly installments based on a 30-year amortization schedule. The Loan bears interest at 8%. The future minimum principal payments of the Loan are as follows:

| | |
|--------------------------|------------|
| Year ending December 31: | |
| 2009 | \$ 236,505 |
| 2010 | 256,000 |
| 2011 | 277,103 |
| 2012 | 299,945 |
| 2013 | 324,670 |
| Thereafter | 9,723,507 |

(7) Employer Contributions

In accordance with the Plan document, Advanta makes contributions to the Plan which, when aggregated with the Plan's dividend and interest earnings, equal the amount necessary to enable the Plan to make payments of principal and interest due on the Loan.

**ADVANTA CORP.
EMPLOYEE STOCK OWNERSHIP PLAN**

Schedule H, Item 4j – Schedule of Reportable Transactions

Year Ended December 31, 2008

| Identity of party involved | Description of transaction | Number of transactions | Cash amount received (paid) by the Plan |
|---------------------------------------|---|-----------------------------------|--|
| Single transactions: | | | |
| None. | | | |
| Series of transactions: | | | |
| *Advanta Corp. | Loan principal and interest payments (see Note 6) | 4 | \$ (1,118,945) |

*Advanta Corp. is a party-in-interest to the Plan.

See accompanying independent auditor's report.

EXHIBIT D

| | | |
|---|--|--|
| Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation | Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p> | OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection |
|---|--|--|

| | | | |
|---|--|--|--|
| Part I Annual Report Identification Information | | | |
| For calendar plan year 2009 or fiscal plan year beginning | | 01/01/2009 | and ending |
| | | 12/31/2009 | |
| A This return/report is for: | <input type="checkbox"/> a multiemployer plan; <input checked="" type="checkbox"/> a single-employer plan; | <input type="checkbox"/> a multiple-employer plan; or <input type="checkbox"/> a DFE (specify) _____ | |
| B This return/report is: | <input type="checkbox"/> the first return/report; <input type="checkbox"/> an amended return/report; | <input type="checkbox"/> the final return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). | |
| C If the plan is a collectively-bargained plan, check here. | <input type="checkbox"/> | | |
| D Check box if filing under: | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> special extension (enter description) _____ | <input type="checkbox"/> automatic extension; | <input type="checkbox"/> the DFVC program; |

| | | | |
|---|--|----------------|--|
| Part II Basic Plan Information—enter all requested information | | | |
| 1a Name of plan ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN | 1b Three-digit plan number (PN) ▶ | 002 | |
| | 1c Effective date of plan | 09/10/1998 | |
| 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) ADVANTA CORP. WELSH AND MCKEAN ROADS P.O. BOX 844 SPRING HOUSE <div style="text-align: right;">PA 19477-0844</div> | 2b Employer Identification Number (EIN) | 23-1462070 | |
| | 2c Sponsor's telephone number | (215) 444-5745 | |
| | 2d Business code (see instructions) | 551112 | |
| | | | |

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|--------------|------------------------------------|------|--|
| SIGN HERE | | | Jodi Plavner |
| | Signature of plan administrator | Date | Enter name of individual signing as plan administrator |
| SIGN HERE | | | Phil Browne |
| | Signature of employer/plan sponsor | Date | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE | | | |
| | Signature of DFE | Date | Enter name of individual signing as DFE |

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Form 5500 (2009)
v.092307.1

| | | |
|--|---|--|
| 3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME | | 3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: black; height: 20px; width: 100%;"></div> |
| 4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name | | 4b EIN 4c PN |
| 5 Total number of participants at the beginning of the plan year | 5 | 784 |
| 6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d). | | |
| a Active participants..... | 6a | 125 |
| b Retired or separated participants receiving benefits..... | 6b | 0 |
| c Other retired or separated participants entitled to future benefits..... | 6c | 149 |
| d Subtotal. Add lines 6a, 6b, and 6c..... | 6d | 274 |
| e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... | 6e | 0 |
| f Total. Add lines 6d and 6e..... | 6f | 274 |
| g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... | 6g | 273 |
| h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested..... | 6h | 10 |
| 7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)..... | 7 | |
| 8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: X 2P 3F 3H 2T | | |
| b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions: | | |
| 9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor | 9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor | |
| 10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions) | | |
| a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information - Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules) | |

| | | |
|---|--|---|
| SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation | Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500. | OMB No. 1210-0110 2009 This Form is Open to Public Inspection |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 | | |
| A Name of plan ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN | B Three-digit plan number (PN) ► 002 | |
| C Plan sponsor's name as shown on line 2a of Form 5500 ADVANTA CORP. | D Employer Identification Number (EIN) 23-1462070 | |

Part II Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|-----------------|-----------------------|-----------------|
| a Total noninterest-bearing cash | 1a | | |
| b Receivables (less allowance for doubtful accounts): | | | |
| (1) Employer contributions | 1b(1) | | |
| (2) Participant contributions | 1b(2) | | |
| (3) Other | 1b(3) | 355 | |
| c General investments: | | | |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 268,696 | 51,842 |
| (2) U.S. Government securities | 1c(2) | | |
| (3) Corporate debt instruments (other than employer securities): | | | |
| (A) Preferred | 1c(3)(A) | | |
| (B) All other | 1c(3)(B) | | |
| (4) Corporate stocks (other than employer securities): | | | |
| (A) Preferred | 1c(4)(A) | | |
| (B) Common | 1c(4)(B) | | |
| (5) Partnership/joint venture interests | 1c(5) | | |
| (6) Real estate (other than employer real property) | 1c(6) | | |
| (7) Loans (other than to participants) | 1c(7) | | |
| (8) Participant loans | 1c(8) | | |
| (9) Value of interest in common/collective trusts | 1c(9) | | |
| (10) Value of interest in pooled separate accounts | 1c(10) | | |
| (11) Value of interest in master trust investment accounts | 1c(11) | | |
| (12) Value of interest in 103-12 investment entities | 1c(12) | | |
| (13) Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| (14) Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| (15) Other | 1c(15) | | |

1d Employer-related investments:

| | | (a) Beginning of Year | (b) End of Year |
|--|-------|-----------------------|-----------------|
| (1) Employer securities | 1d(1) | 1,589,251 | 59,309 |
| (2) Employer real property | 1d(2) | | |
| e Buildings and other property used in plan operation..... | 1e | | |
| f Total assets (add all amounts in lines 1a through 1e) | 1f | 1,858,302 | , 111,151 |

Liabilities

| | | | |
|---|----|------------|------------|
| g Benefit claims payable | 1g | | |
| h Operating payables | 1h | | |
| i Acquisition indebtedness | 1i | | |
| j Other liabilities..... | 1j | 11,228,907 | 11,270,383 |
| k Total liabilities (add all amounts in lines 1g through 1j) | 1k | 11,228,907 | 11,270,383 |

Net Assets

| | | | |
|--|----|-------------|--------------|
| l Net assets (subtract line 1k from line 1f)..... | 1l | (9,370,605) | (11,159,232) |
|--|----|-------------|--------------|

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

| | | (a) Amount | (b) Total |
|---|----------|------------|-----------|
| a Contributions: | | | |
| (1) Received or receivable in cash from: (A) Employers | 2a(1)(A) | 618,568 | |
| (B) Participants | 2a(1)(B) | | |
| (C) Others (including rollovers) | 2a(1)(C) | | |
| (2) Noncash contributions | 2a(2) | | |
| (3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) | 2a(3) | | 618,568 |
| b Earnings on investments: | | | |
| (1) Interest: | | | |
| (A) Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 771 | |
| (B) U.S. Government securities | 2b(1)(B) | | |
| (C) Corporate debt instruments | 2b(1)(C) | | |
| (D) Loans (other than to participants) | 2b(1)(D) | | |
| (E) Participant loans | 2b(1)(E) | | |
| (F) Other | 2b(1)(F) | | |
| (G) Total interest. Add lines 2b(1)(A) through (F) | 2b(1)(G) | | 771 |
| (2) Dividends: (A) Preferred stock | 2b(2)(A) | | |
| (B) Common stock | 2b(2)(B) | 27,377 | |
| (C) Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| (D) Total dividends. Add lines 2b(2)(A), (B), and (C) | 2b(2)(D) | | 27,377 |
| (3) Rents | 2b(3) | | |
| (4) Net gain (loss) on sale of assets: (A) Aggregate proceeds | 2b(4)(A) | 116,821 | |
| (B) Aggregate carrying amount (see instructions) | 2b(4)(B) | 342,871 | |
| (C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result | 2b(4)(C) | | (226,050) |

| | | (a) Amount | (b) Total |
|---|----------|-------------|-------------|
| 2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate..... | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | (1,224,585) | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)..... | 2b(5)(C) | | (1,224,585) |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) | | |
| c Other income..... | 2c | | |
| d Total income. Add all income amounts in column (b) and enter total..... | 2d | | (803,919) |

Expenses**e** Benefit payment and payments to provide benefits:

| | | | |
|---|-------|---------|---------|
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 104,023 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3)..... | 2e(4) | | 104,023 |
| f Corrective distributions (see instructions)..... | 2f | | |
| g Certain deemed distributions of participant loans (see instructions)..... | 2g | | |
| h Interest expense..... | 2h | | 880,685 |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines 2i(1) through (4)..... | 2i(5) | | 0 |
| j Total expenses. Add all expense amounts in column (b) and enter total..... | 2j | | 984,708 |

Net Income and Reconciliation

| | | | |
|--|-------|--|-------------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k | | (1,788,627) |
| l Transfers of assets: | | | |
| (1) To this plan..... | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name:

(2) EIN:

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

| | Yes | No | Amount |
|---|-----|----|-----------|
| a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)..... | | X | |
| b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... | | X | |
| c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | | X | |
| d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)..... | | X | |
| e Was this plan covered by a fidelity bond? | X | | 1,000,000 |
| f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | | X | |
| g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | | X | |
| i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)..... | X | | |
| j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)..... | X | | |
| k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | | X | |
| l Has the plan failed to provide any benefit when due under the plan? | | X | |
| m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)..... | | X | |
| n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | | X | |

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

| 5b(2) EIN(s) | 5b(3) PN(s) |
|--------------|-------------|
| | |
| | |
| | |
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| | |